

EXAMPLE CONVOCATION NOTICE GENERAL MEETING SHAREHOLDERS OF DUTCH BV

This is an example of a model / template for the convocation (or: calling) notice of the general meeting of shareholders (GM) of a Dutch limited liability company (BV). In this example letter, the GM is convened by the board of directors. If you are looking for other examples of Dutch law agreements or documents, please visit our website (<https://penrose.law/en/templates/>).

This summoning notice for the GM can be used as a framework for a general shareholders meeting to take place in the Netherlands, where shareholders will vote on one or more agenda items.

The GM is authorized under Dutch law and/or the Articles of Association of the B.V. to make decisions on certain important matters, such as the appointment, dismissal, and/or remuneration of a board member, the approval of the annual accounts, and the amendment of the Articles of Association.

For the meeting of stockholders of a Dutch BV to make legally binding decisions, the GM needs to be convened in accordance with the correct formalities. The convocation notice by the competent body (usually the Board) must be sent to the correct addresses, in a timely manner, and stating the topics to be decided on (i.e. the agenda). A Dutch lawyer specialized in corporate law can provide you with advice on this. Would you like more information about convening the general meeting in the Netherlands? You can take a look at {LINK NAAR VERTAALDE TEKST}.

In this example invitation letter, the board of the Dutch company convenes the general meeting. This is market practice, but exceptions may apply. If the recipient of the invitation for the general shareholders meeting agrees, the notice can also be sent to a designated email address. For illustration purposes, the model invitation contains a number of common topics on which shareholders can resolve. The parts that still need to be checked and completed in this template are indicated with a yellow highlight.

Do you want to know more about organizing and convening shareholder meetings, casting votes, and recording decision-making? Then visit our website <https://penrose.law/bestuur-GM-en-rvc/>

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highly advisable to seek Dutch legal advice when drafting a calling notice for a general meeting. You can reach Penrose at info@penrose.law or at +31 20 2400710.

REGISTERED MAIL

[name shareholder / director / commissioner / meeting participant]

[contact person]

[address]

[OPTIONAL] with a copy to: [email address]

Date: [date]

Subject: Convocation of general meeting of shareholders [company name] on [date]

Dear [contact person],

On behalf of the statutory board of directors (the "**Board**") of [name private limited company], statutorily established in [●] and located at [●], the Netherlands and registered in the Dutch Chamber of Commerce under number [●] (the "Company"), we hereby invite you for a general meeting of shareholders of the Company (the "**GM**") to be held on:

[date] at [time] at [address] in [location]

Agenda

The following items have been placed on the agenda of the GM by the Board:

1. Opening, appointment of chairman of the meeting and secretary.
2. [example topic 1] The [appointment/dismissal/suspension] of [name director] as statutory board member of the Company.

Explanation: [if desired, a clarification can be provided]

3. [example topic 2] The [adoption / amendment] of the remuneration for [name director] in the capacity of statutory board member of the Company to an amount of EUR [remuneration amount] per [month/quarter/year].

Explanation: [●]

4. [example topic 3] The approval of the financial statements for the financial year [year].

Explanation: [●]

5. [example topic 4] The discharge of [name director] for the policy conducted as statutory director of the Company in the financial year [year].

Explanation: [●]

6. Any other business and closing.

Finally

We cordially invite you to attend and participate in the GM.

[OPTIONAL:] The Articles of Association of the Company require you to inform the Board of your intention to attend the GM by [date]. This notification can be addressed to [name contact person]: [address].

[OPTIONAL:] You are invited to submit questions to the Board prior to the GM. These questions, where possible, will be addressed during the GM by or on behalf of the Board. The questions can be addressed to [name contact person]: [address].

[OPTIONAL IN CASE OF SUSPENSION/DISMISSAL OF DIRECTOR:] In connection with the proposed [suspension / dismissal] of [name director] as board member of the Company, [name director] will be given the opportunity to be heard during the GM. Additionally, [name director] has the right to provide the GM an advisory vote.

We trust that this information is sufficient and we look forward to hearing from you in response to this invitation.

Yours sincerely,

[name contact person]